

EXHIBIT D

3/13/2020

Gmail - Re: CONFIDENTIAL - Non-Compete & Notice Period



rachael mancuso <mancuso.rachael@gmail.com>

Re: CONFIDENTIAL - Non-Compete & Notice Period

1 message

Rachael Mancuso <mancuso.rachael@gmail.com>
To: GARCIA Alda <alda.garcia@itcosmetics.com>

Mon, Feb 10, 2020 at 10:36 PM

Hi Alda,

I would have loved the opportunity to properly transition the business for the team's sake. I wish we had utilized my two week's notice to do any knowledge transfer at all instead of hiding it from the team.

Let me know what next steps will be and when to expect.

Thanks,
Rachael

On Feb 10, 2020, at 4:43 PM, GARCIA Alda <alda.garcia@itcosmetics.com> wrote:

Rachel,

Thanks for the information, it is helpful. I think we are going to pass on any sort of consulting arrangement. As below, we were hoping that you would agree to work a standard notice period as a professional courtesy, not as part of a consulting arrangement.

With respect to your non-compete, the similarity between your roles at Glamsquad and IT Cosmetics is inescapable. We believe that there is a material risk that you will inadvertently use or disclose IT Cosmetics' confidential business information in your new role, as it relates to our products, marketing strategies, the QVC relationship and our Q strategy. For this reason, we have made the decision to enforce your non-compete for a period of twelve (12) months. This is a reduction from the two (2) year period set forth in your agreement. You will continue to receive your base pay during the period of enforcement, and if you are on L'Oreal healthcare benefits, you may continue your previous elections.

Please know that you are also under a continuing duty to protect IT Cosmetics' and L'Oréal's confidential business information, which should not be disclosed to anyone (even to former IT Cosmetics staffers now working at Glamsquad). We appreciate you taking extra care with this sensitive information.

As for your ability to provide services to other companies, we generally don't "pre-clear" companies until we know the particulars of the job offer and the company in question. That said, I can tell you that hair care and certain types of devices are less likely to be problematic, so long as you are not working to market them on QVC. If you get an offer, or want to run an opportunity by me, I am happy to assist.

Please let me know if you have any questions.

3/13/2020

Gmail - Re: CONFIDENTIAL - Non-Compete & Notice Period

Best,

Alda Garcia

VP, Human Resources

T. +1.201.771.5247

E. alda.garcia@ITCosmetics.com

111 Town Square Place, Suite 517 | Jersey City, NJ 07310

<image002.png>

DISCOVER IT. LOVE IT. BELIEVE IT.™

FOLLOW IT:

<image003.png>

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C1 - Internal use

From: Rachael Mancuso <mancuso.rachael@gmail.com>

Sent: Friday, February 7, 2020 7:21 PM

To: GARCIA Alda <alda.garcia@itcosmetics.com>

Subject: Re: CONFIDENTIAL - Non-Compete & Notice Period

Hi Alda,

I'm happy to consult to transition with Kim as we previously discussed, for as long as my help is needed. As soon as we can confirm on my non-compete, we can work on an agreement for consulting services!

As I will not be an employee of Glamsquad, there is not an HR person to consult—just me! Attached you will find the agreed upon contract and SOW with Glamsquad.

3/13/2020

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As I mentioned previously, I would like to understand the enforcement of my non-compete as it relates to Glamsquad but as well as all beauty businesses from which I might solicit work (color, skincare, haircare, devices, etc.) Can you please advise in total so we can get moving on transitioning Kim.

Thanks!
RM

> On Feb 7, 2020, at 4:45 PM, GARCIA Alda <alda.garcia@itcosmetics.com> wrote:
>
> Rachael,
>
> I hope you had an enjoyable vacation.
>
> As you know, IT Cosmetics started out with 4 SKUs and look where it is today. Your non-compete covers not only competing products that are on the market but also those that are in the pipeline. Glamsquad of course does not need to share its plans, but as a beauty professional my guess is that you will be working on more than 4 SKU's before too long. I'm sure it is an exciting time to join Glamsquad and with your history, you will be an invaluable asset.
>
> Given the above however, we do need to enforce your non-compete. Is there a HR or Legal contact at Glamsquad with whom we can discuss the particulars? If they can give us some more visibility to your new role, we can discuss whether it would be possible to give you an early release from your non-compete or to waive it in its entirety. We are more than happy to engage in a discussion with Glamsquad, which is standard practice in the industry.
>
> While we sort this out, we would be very grateful if you would extend your notice period by a week especially since it appears that you have not yet formally signed on the dotted line yet with GS. Given your remote status and ways of working, we need a little bit of time for you to walk Kim through how you did such things as forecasting and assortment planning, as we have had limited visibility to your hard work in these areas.
>
> We would be grateful for some more transition time. So that your situation is not compromised, we would run your non-compete period from the date you gave notice. We would consider a one-time remuneration in appreciation for your support in transitioning Kim.
>
> Please let me know who to contact on your non-compete and whether we can count on you to be in the office Tuesday.
>
> Alda
>
> Alda Garcia
> VP, Human Resources
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